



REPUBLIC OF THE PHILIPPINES  
Department of Finance  
**SECURITIES AND EXCHANGE COMMISSION**

**Baguio Extension Office**  
Baguio City

COMPANY REG. NO. **AS93004846**

**CERTIFICATE OF FILING OF  
AMENDED ARTICLES OF INCORPORATION**

**KNOW ALL MEN BY THESE PRESENTS:**

**THIS IS TO CERTIFY** that the Amended Articles of Incorporation of the

**JOHN HAY MANAGEMENT CORPORATION**

(Amending Article VII thereof:)

copy annexed, adopted on April 06, 2015 by a majority vote of the Board of Directors and the vote of Board of Directors and the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the directors of the corporation was approved by the Commission on this date pursuant to the provisions of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

**IN WITNESS WHEREOF**, I have hereunto set my hand and caused the seal of this Commission to be affixed at Baguio City, Benguet, Philippines, this **9th** day of **June** Twenty **Sixteen**.

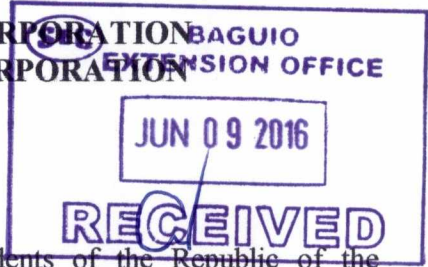
**FOR THE COMMISSION:**

  
**ANNIE GONZALES-TESORO**  
Director





**AMENDED ARTICLES OF INCORPORATION BAGUIO  
JOHN HAY MANAGEMENT CORPORATION EXTENSION OFFICE**



**KNOW ALL MEN BY THESE PRESENTS:**

That we all of legal age, citizens and residents of the Republic of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

**AND WE HEREBY CERTIFY:**

FIRST: That the name of the said Corporation shall be:

***JOHN HAY MANAGEMENT CORPORATION***

SECOND: That the purposes for which the said Corporation is formed are:

SEC BAGUIO EXTENSION OFFICE

Paid: Sho

O.R. No. 54764

Date: June 9, 2016

**PRIMARY PURPOSES**

To develop, manage, own, lease, sub-lease, and operate restaurants, cafes, bars, golf courses, picnic groves, hotels, pavilions, gym, tennis courts and establishments and facilities of all kinds for educational, recreational, tourism, commercial, amusement, health and other purposes; to maintain and generally operate roads, water pumphouses, power plants and other utilities in support of or in connection with the foregoing purposes and generally to carry out all activities necessary to convert, develop and maintain the facilities and properties within and around Camp John Hay for tourism, commercial, industrial, residential, nature reserve and human resources development center.

**SECONDARY PURPOSES**

1. To devise, formulate and conduct business research, business studies, surveys; to create, install and utilize business systems, methods, controls, layouts, and plans, all at required or expedient to the management, administration or operation of the Corporation assets;

2. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings and warehouses and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of its capital stock, debentures and other evidence of indebtedness, or other, as may be deemed expedient, for any business or property acquired by the corporation;

3. To borrow or raise money from local and international financial institutions necessary to meet the financial requirements of its business; to issue bonds, promissory notes and other evidences of indebtedness; and to secure the repayment hereof by mortgage, pledge, deed of trust or lien upon the properties of the Corporation or to issue pursuant to law, shares of its capital stock, debentures and other evidences of indebtedness in payment for the properties acquired by the Corporation or for money borrowed in the prosecution of its lawful business, subject to such rules and regulations to be promulgated by the Bases Conversion Development Authority (BCDA);

4. To invest and deal with the money and properties of the Corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interest and to sell, dispose of or transfer the business, properties and goodwill of the Corporation or any part thereof for such consideration and under such terms approved by BCDA;

5. To grant concessions, rights or licenses to corporation, association or entities and to operate or manage the various business and activities within and around Camp John Hay and other properties it oversees, manages and operates;

6. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exemptions, licenses, and concessions as may be conducive to any of the objects of the Corporation;

7. To establish and operate one or more branch offices or agencies and to carry out any or all of its operations and business without any restrictions as to place or amount, including the right to hold, purchase or otherwise deal in and with real and personal property anywhere within the Philippines;

8. To engage in real estate development and related activities;

9. To conduct and transact any and all lawful business and to do or cause to be done any one or more of the acts and things herein set forth as its purposes, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one or more of the powers herein enumerated, or which shall at any time proper conducive to or expedient for the protection or benefit of the Corporation.

THIRD: That the place where the principal office of the Corporation is to be established or located is at the City of Baguio, Philippines.

FOURTH: That the term for which said corporation is to exist is fifty (50) years from and after the date of incorporation.



FIFTH: That the names, nationalities and residences of the incorporators of said Corporation are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
ARSENIO M. BARTOLOME III	Filipino	195 C.M. Recto Street San Juan, Metro Manila
VICENTE J. CARLOS	Filipino	2316 Morado Street Dasmariñas Village Makati, Metro Manila
ROGELIO L. SINGSON	Filipino	No. 9 San Martin Street Magallanes Village Makati, Metro Manila
EDUARDO T. JOAQUIN	Filipino	17 Sorsogon Street West Avenue, Quezon City
TEODORO B. JAVIER	Filipino	303 Country Club Drive Ayala Alabang Village Muntinlupa
VICTORINO A. BASCO	Filipino	166 Lauan Street Ayala Alabang Muntinlupa
ROBERTO A. FLORES	Filipino	14 Miguel Santos St. Pag-asa, Olongapo City
JAIME Y. LADAO	Filipino	104 Ilang-Ilang Street Ayala Alabang Village Muntinlupa City

SIXTH: That the number of directors of said corporation shall be ELEVEN (11) and that the names, nationalities and residences of the initial directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
ARSENIO M. BARTOLOME III	Filipino	195 C.M. Recto Street San Juan, Metro Manila
VICENTE J. CARLOS	Filipino	2316 Morado Street Dasmariñas Village Makati, Metro Manila
ROGELIO L. SINGSON	Filipino	No. 9 San Martin Street Magallanes Village Makati, Metro Manila

EDUARDO T. JOAQUIN	Filipino	17 Sorsogon Street West Avenue, Quezon City
TEODORO B. JAVIER	Filipino	303 Country Club Drive Ayala Alabang Village Muntinlupa
VICTORINO A. BASCO	Filipino	166 Lauan Street Ayala Alabang Muntinlupa
ROBERTO A. FLORES	Filipino	14 Miguel Santos St. Pag-asa, Olongapo City
JAIME Y. LADAO	Filipino	104 Ilang-Ilang Street Ayala Alabang Village Muntinlupa City

SEVENTH: That the authorized capital stock of said Corporation is FIVE HUNDRED MILLION (P 500,000,000.00) Philippine Currency, and said capital stock is divided into FIVE MILLION (5,000,000) Shares with par value of One Hundred Pesos (P100.00) each.

EIGHTH: That the amount of said capital stock which has been actually subscribed is **FIVE HUNDRED THOUSAND (P 500,000.00) PESOS**, and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their names:

<u>Name</u>	<u>Citizenship</u>	<u>No. of Shares</u>	<u>Amount Subscribed</u>
ARSENIO M. BARTOLOME III	Filipino	1 P	100.00
VICENTE J. CARLOS	Filipino	1	100.00
ROGELIO L. SINGSON	Filipino	1	100.00
EDUARDO T. JOAQUIN	Filipino	1	100.00
TEODORO B. JAVIER	Filipino	1	100.00
VICTORINO A. BASCO	Filipino	1	100.00
ROBERTO A. FLORES	Filipino	1	100.00
JAIME Y. LADAO	Filipino	1	100.00

BASES CONVERSION DEVELOPMENT AUTHORITY (BCDA)	Filipino	4,491	449,100.00
PHILIPPINE TOURISM AUTHORITY (PTA)	Filipino	500	50,000.00
		<u>5,000</u>	<u>500,000.00</u>

NINTH: That the following persons have paid on the shares of capital stock for which they have subscribed amounting to **ONE HUNDRED TWENTY FIVE THOUSAND (P 125,000.00) PESOS**, the amount set out after their respective names:

<u>Name</u>	<u>Amount Paid</u>
ARSENIO M. BARTOLOME III	P 100.00
VICENTE J. CARLOS	100.00
ROGELIO L. SINGSON	100.00
EDUARDO T. JOAQUIN	100.00
TEODORO B. JAVIER	100.00
VICTORINO A. BASCO	100.00
ROBERTO A. FLORES	100.00
JAIME Y. LADAO	100.00
BASES CONVERSION DEVELOPMENT AUTHORITY (BCDA)	111,600.00
PHILIPPINE TOURISM AUTHORITY (PTA)	12,500.00
	<u><b>P 125,000.00</b></u>

TENTH: That no issuance or transfer of shares of stock of the Corporation which would reduce the stock ownership of Filipino citizens to less than the percentage of the outstanding capital stock required by law to be owned by Filipino citizens, shall be allowed or permitted to be recorded in the books of the Corporation.

ELEVENTH: That **GERARDO C. GARCIA** has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and shall have qualified in accordance with the by-laws; and that, as such Treasurer, he has been authorized to receive for the Corporation, and to issue in its name receipts for all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands, this 15<sup>th</sup> day of June, 1993  
at Makati, Metro Manila, Philippines.

\_\_\_\_\_  
ARSENIO M. BARTOLOME III (sgd)

\_\_\_\_\_  
ROGELIO L. SINGSON (sgd)

\_\_\_\_\_  
TEODORO B. JAVIER (sgd)

\_\_\_\_\_  
JAIME Y. LADAO (sgd)

\_\_\_\_\_  
ROBERTO A. FLORES (sgd)

\_\_\_\_\_  
VICTORINO A. BASCO (sgd)

\_\_\_\_\_  
EDUARDO T. JOAQUIN (sgd)

\_\_\_\_\_  
VICENTE J. CARLOS (sgd)

Signed in the presence of:

\_\_\_\_\_

\_\_\_\_\_



**ACKNOWLEDGEMENT**

Republic of the Philippines)  
\_\_\_\_\_ ) S.S.

BEFORE ME, a Notary Public in and for \_\_\_\_\_, Philippines, this  
\_\_\_\_\_ personally appeared:

<u>Name</u>	<u>Res. Cert. No.</u>	<u>Date/Place Issued</u>
ARSENIO M. BARTOLOME III	17654893	3/04/93-Makati
ROGELIO L. SINGSON	7781099	1/15/93-Makati
TEODORO B. JAVIER	11275744	2/06/92-Makati
VICTORINO A. BASCO	13738395	2/20/93-Makati
VICENTE T. CARLOS	17697025	4/30/93-Makati
EDUARDO T. JOAQUIN	14825751	4/02/93-Makati
ROBERTO A. FLORES	1172146	2/03/93-Olongapo C.
JAIME Y. LADAO	3388216	1/24/92-Manila

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same are their free and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above-written.

*Illegible*  
Notary Public  
Until Dec 31, 1993  
PTR 9990374; 1-26-93, Makati

Doc. No. 294;  
Page No. 60;  
Book No. I;  
Series of 1993.